

LUKAS, NACE, GUTIERREZ & SACHS

CHARTERED

1111 NINETEENTH STREET, N.W.

SUITE 1200

WASHINGTON, D.C. 20036

(202) 857-3500

COPY

RUSSELL D. LUKAS
DAVID L. NACE
THOMAS GUTIERREZ
ELIZABETH R. SACHS
GEORGE L. LYON, JR.
JOEL R. KASWELL
PAMELA L. GIST
DAVID A. LAFURIA
MARILYN SUCHECKIMENSE
PAMELA GAARY HOLRAN
B. LYNN F. RATNAVALE
TODD SLAMOWITZ
DAVID M. BRIGLIA
ALLISON M. JONES
STEVEN M. CHERNOFF
+NOT ADMITTED IN D.C.

CONSULTING ENGINEERS
AU KUZEHKANANI
LEROY A. ADAM
LEILA RMNAVAZ

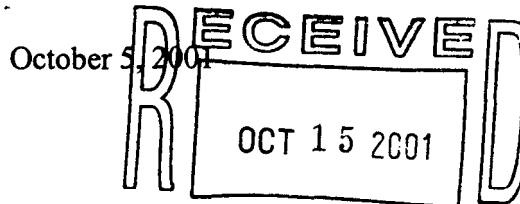
OF COUNSEL
JOHN J. MCAVOY
J.K. HAGE III+
LEONARD S. KOLSKY+

TELECOPIER
(202) 857-5747

Email: lngs@fcclaw.com
<http://www.fcclaw.com>

WRITER'S DIRECT DIAL

(202) 828-8434
tslamowitz@fcclaw.com



Licensing & Technical
Analysis Branch

Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17325-7245

Re: Revised FCC Ownership Disclosure Information (Form 602)
Poplar PCS -- Arkansas, LLC

Dear Sir or Madam:

On behalf of Poplar PCS -- Arkansas, LLC, enclosed is its revised FCC Ownership Disclosure Information (Form 602).

If you have any questions with respect to this matter, please contact the undersigned.

Respectfully submitted,




Todd Slamowitz

Enclosure

K:\wp\ts\1938\Salas.602.let



Applicant/Licensee Information

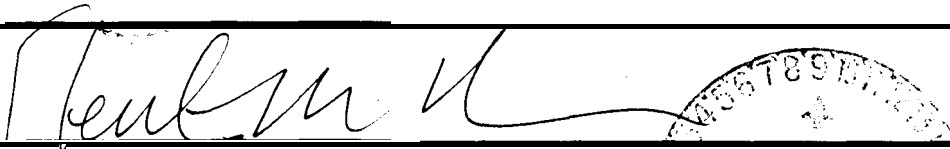
1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): Poplar PCS - Arkansas, LLC			3) Applicant TIN: 

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
None			

Signature

Typed or Printed Name of Party Authorized to Sign

First Name: Stephen	MI M	Last Name: Roberts	Suffix:
Title: Officer			
Signature: 			Date: 10/3/0
Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3060-0799
see instructions for
public burden

Schedule for Disclosable Interest Holders

estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Poplar PCS License Company, LLC		3) Disclosable Interest Holder's TIN: [REDACTED]	
4) Disclosable Interest Holder's Address: 5350 Poplar Avenue, Suite 875, Memphis, TN 38119			
5) Type of Interest in Applicant (D) (refer to instructions for list)	6) Disclosable Interest Holder is a(n): (M) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 100 %	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 -Membership Units		9) Disclosable interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Poplar PCS License Company owns 100% of the membership units of the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
	Telecommunications	[REDACTED]	100%
Poplar PCS - Central, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications	[REDACTED]	100%

FCC Ownership Disclosure Information for the

Approved


Wireless Telecommunications Services

by OMB
3060-0799
See instructions for
public burden




Schedule for Disclosable Interest Holders

estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): Poplar PCS, LLC		3) Disclosable Interest Holder's TM: 	
4) Disclosable Interest Holder's Address: 5350 Poplar Avenue, Suite 875, Memphis, TN 38119			
5) Type of interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (M) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 100%	
8) Disclosable interest Holder's Type of Ownership (refer to instructions for list): O - Membership Units		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Poplar PCS, LLC owns 100% of the membership units of Poplar PCS License Company, LLC, which in turn, owns 100% of the membership units of the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) T I N :	11d) Percent of Interest Held:
Poplar PCS - Arkansas, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		100%
Poplar PCS License Company, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		100%
Poplar PCS - Central, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		100%

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders

Approved
by OMB
3060-0799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder=s First Name (if individual): William	MI: 	Last Name: Yandell	suffix: HI
2) Disclosable Interest Holder=s Name (if entity): 		3) Disclosable Interest Holder=s TIN: 	
4) Disclosable Interest Holder=s Address: 5350 Poplar Avenue, Suite 875, Memphis, TN 38119			
5) Type of Interest in Applicant (I,O) (refer to Instructions for list)	6) Disclosable interest Holder is a(n): (I) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 5 %	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): O - Membership Units		9) Disclosable Interest Holder=s Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Mr. Yandell, III own 5% of Poplar PCS, LLC, which in turn owns 100% of Poplar PCS License Company, LLC, which in turn, owns 100% of the applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Wireless Partners, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		12.3%
SWC Partners, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		25%
Eldorado Communications LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		10.3%
Pacificom Holdings, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		10%
Alaska DigiTel, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		10.1%
Poplar Associates, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		25%
Poplar PCS, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		5%
Poplar PCS License Company, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		5%

FCC 602


Schedule A

Page 4





FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders

Approved
 by OMB
 3060-0799
 See instructions for
 public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Stephen	MI: M	Last Name: Roberts	suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 5350 Poplar Avenue, Suite 875, Memphis, TN 38119			
5) Type of Interest in Applicant (I, O) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 5.9%	
8) Disclosable interest Holder's Type of Ownership (refer to instructions for list): 0 - Membership Units		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Mr. Roberts own 5.9% of Poplar PCS, LLC, which in turn owns 100% of Poplar PCS License Company, LLC, which in turn, owns 100% of the applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Poplar Associates, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		25%
Poplar PCS, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		5.9%
Poplar PCS License Company, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		5.9%
SWC Partners, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN	Telecommunications		25%


FCC 602 Schedule A
February 1999

Page 5

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders
estimate

Approved
by OMB
3060-0799
see instructions for
public burden

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): David		MI:	Last Name: Gerstenhaber	suffix:
2) Disclosable interest Holder's Name (if entity):			3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 780 Third Avenue, New York, NY 10017				
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 12.57%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 -Membership Units			9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an Indirect owner, list path of ownership from indirect owner to the applicant): Mr. Gerstenhaber owns 12.57 percent of Poplar PCS LLC, which in turn, owns 100% of Poplar PCS License Company, LLC, which in turn, owns 100% of the applicant.				
Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)				
11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:		11c) TIN:	11d) Percent of Interest Held:
None			#	


FCC Ownership Disclosure Information for the

Wireless Telecommunications Services

Schedule for Disclosable Interest Holders
estimate

Approved
by OMB
3060-0799
See instructions for
public burden

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder=s First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder=s Name (if entity): Mckenzie Family Partnership No. 3, G.P.		3) Disclosable Interest Holder=s TIN: 	
4) Disclosable Interest Holder=s Address: PO Box 1479, Cleveland, TN 37364			
5) Type of Interest in Applicant (I) Instructions for list)	6) Disclosable Interest Holder is a(n): (G)		7) Percent of Interest Held in Applicant: 12.57%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): O -Membership Units		9) Disclosable Interest Holder=s Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): The Mckenzie Family Partnership No. 3, G.P. owns 12.57% of Poplar PCS LLC, which in turn, owns 100% of Poplar PCS License Company, LLC, which in turn, owns 100% of the applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
None			